

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On March 9, 2009, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Stipulation And Agreed Order Concerning The Waiver Of Appeal Rights With Respect To That Certain Order Authorizing Debtors To Enter Into And Implement The Accommodation Agreement (Docket No. 16401) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1047 (SPCP Group, L.L.C. As Assignee Of Wisconsin Electric Power Company) (Docket No. 16409) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation And Agreed Order Disallowing And Expunging Claim Numbers 14645 And 15299 (Android Industries, LLC And Android Industries-Shreveport, LLC) (Docket No. 16428) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11639 (Liquidating Ultimate Electronics, Inc.) (Docket No. 16429) [a copy of which is attached hereto as Exhibit F]

On March 9, 2009, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 5) Stipulation And Agreed Order Concerning The Waiver Of Appeal Rights With Respect To That Certain Order Authorizing Debtors To Enter Into And Implement The Accommodation Agreement (Docket No. 16401) [a copy of which is attached hereto as Exhibit C]

On March 9, 2009, I caused to be served the document listed below upon the party listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 6) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1047 (SPCP Group, L.L.C. As Assignee Of Wisconsin Electric Power Company) (Docket No. 16409) [a copy of which is attached hereto as Exhibit D]

On March 9, 2009, I caused to be served the document listed below upon the party listed on Exhibit I hereto via postage pre-paid U.S. mail:

- 7) Joint Stipulation And Agreed Order Disallowing And Expunging Claim Numbers 14645 And 15299 (Android Industries, LLC And Android Industries-Shreveport, LLC) (Docket No. 16428) [a copy of which is attached hereto as Exhibit E]

On March 9, 2009, I caused to be served the document listed below upon the party listed on Exhibit J hereto via postage pre-paid U.S. mail:

- 8) Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11639 (Liquidating Ultimate Electronics, Inc.) (Docket No. 16429) [a copy of which is attached hereto as Exhibit F]

Dated: March 11, 2009

/s/ Darlene Calderon

Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 11th day of March, 2009, by  
Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who  
appeared before me.

Signature: /s/ L. Maree Sanders

Commission Expires: 10/1/09

# **EXHIBIT A**

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## **EXHIBIT B**

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Delphi Corporation  
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Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	Creditor Committee Member/Indenture Trustee

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APS Clearing, Inc.	Andy Leinhoff Matthew Hamilton	1301 S. Capital of Texas Highway	Suite B-220	Austin	TX	78746	512-314-4416	512-314-4462	Counsel to APS Clearing, Inc.
Bernstein Litowitz Berger & Grossman	Wallace A. Showman	1285 Avenue of the Americas		New York	NY	10019	212-554-1429	212-554-1444	Counsel to SANLUIS Rassini International, Inc.; Rassini, S.A. de C.V.
Bingham McHale LLP	John E Taylor Michael J Alerding	10 West Market Street	Suite 2700	Indianapolis	IN	46204	317-635-8900	317-236-9907	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	48326-2766	248-576-5741		Counsel to DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Eckert Seamans Cherin & Mellott LLC	Michael G. Busenkell	300 Delaware Avenue	Suite 1360	Wilmington	DE	19801	302-425-0430	302-425-0432	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Jaffe, Raitt, Heuer & Weiss, P.C.	Paige E. Barr	27777 Franklin Road	Suite 2500	Southfield	MI	48034	248-351-3000	248-351-3082	Counsel to Trutron Corporation
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202			General Counsel to Jason Incorporated
Nix, Patterson & Roach, L.L.P.	Bradley E. Beckworth Jeffrey J. Angelovich Susan Whatley	205 Linda Drive		Daingerfield	TX	75638	903-645-7333	903-645-4415	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Norris, McLaughlin & Marcus	Elizabeth L. Abdelmasieh, Esq	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876	908-722-0700	908-722-0755	Counsel to Rotor Clip Company, Inc.
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	1285 Avenue of the Americas		New York	NY	10019-6064	212-373-3157	212-373-2053	Counsel to Ambrake Corporation; Akebono Corporation
Paul, Weiss, Rifkind, Wharton & Garrison	Justin G. Brass	1285 Avenue of the Americas		New York	NY	10019-6064	212-373-3000	212-757-3990	Counsel to Merrill Lynch, Pierce, Fenner & Smith, Incorporated
Pepper, Hamilton LLP	Linda J. Casey	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799	215-981-4000	215-981-4750	Counsel to SKF USA, Inc.
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	989-754-7690	Corporate Secretary for Professional Technologies Services
Quinn Emanuel Urquhart Oliver & Hedges LLP	Susheel Kirpalani James C Tecce Scott C Shelley	51 Madison Ave 22nd Fl		New York	NY	10010	212-849-7199	212-849-7100	Counsel For Collective Of Tranche C DIP Lenders

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Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071	213-312-2000	213-312-2001	Counsel to Brembo S.p.A.; Bibielle S.p.A.; AP Racing
Ropes & Gray LLP	Gregory O. Kaden	One International Place		Boston	MA	02110-2624	617-951-7000	617-951-7050	Attorneys for D-J, Inc.
Sachnoff & Weaver, Ltd	Arlene Gelman Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	312-207-6400	Counsel to Infineon Technologies North America Corporation
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340		Counsel to Dott Industries, Inc.
Schiffrin & Barroway, LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087	610-667-7706	610-667-7056	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Schiffrin & Barroway, LLP	Sean M. Handler	280 King of Prussia Road		Radnor	PA	19087	610-667-7706	610-667-7056	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	06103-1919	860-251-5811	860-251-5218	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483		Counsel to Sony Electronics, Inc.
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111-3492		415-393-9887	Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
Steinberg Shapiro & Clark	Mark H. Shapiro	24901 Northwestern Highway	Suite 611	Southfield	MI	48075	248-352-4700	248-352-4488	Counsel to Bing Metals Group, Inc.; Central Transport International, Inc.; Crown Enterprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc.
Thaler & Gertler LLP	Andrew M. Thaler Esq	90 Merrick Ave Ste 400		East Meadow	NY	11554	516-228-3533	516-228-3396	Co-Counsel for David Gargis, Jimmy Mueller, and D. Keith Livingston
Thelen Reid Brown Raysman & Steiner LLP	Marcus O. Colabianchi	101 Second St Ste 1800		San Francisco	CA	94105-3606	415-369-7301	415-369-8764	Counsel to Oki Semiconductor Company

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Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008	614-464-6422	614-719-8676	
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102	817-810-5250	817-810-5255	Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive 1166 Avenue of the Americas	Suite 950	Costa Mesa	CA	92626	714-966-1000	714-966-1002	Counsel to Toshiba America Electronic Components, Inc.
WL Ross & Co., LLC	Stephen Toy			New York	NY	10036-2708	212-826-1100	212-317-4893	Counsel to WL. Ross & Co., LLC

## **EXHIBIT C**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

STIPULATION AND AGREED ORDER CONCERNING  
THE WAIVER OF APPEAL RIGHTS WITH RESPECT TO THAT CERTAIN ORDER  
AUTHORIZING DEBTORS TO ENTER INTO AND IMPLEMENT THE  
ACCOMMODATION AGREEMENT

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, (collectively, the "Debtors") and The Collective Of Tranche C DIP Lenders,<sup>1</sup> Greywolf Capital Management, LP, M.D. Sass Re/Enterprise Portfolio Company, L.P., Calyon New York Branch, and the Ad Hoc Group of Tranche A & B DIP Lenders<sup>2</sup> (collectively, the "Objecting Lenders" and, together with the Debtors, the "Parties") agree to this Stipulation as follows:

WHEREAS on November 7, 2008, the Debtors filed their Expedited Motion For Order (I) Supplementing January 5, 2007 DIP Refinancing Order (Docket No. 6461) And Authorizing Debtors To Enter Into And Implement Accommodation Agreement With Agent And Participating Lenders And (II) Authorizing Debtors To (a) Enter Into Related Documents And (b) Pay Fees In Connection Therewith (Docket No. 14408) (the "Motion"), and thereafter filed from time to time modifications to the Accommodation Agreement that was the subject of the Motion;

WHEREAS the following parties objected to the Motion: The Collective Of Tranche C DIP Lenders (Docket Nos. 14459, 14501), Greywolf Capital Management LP (Docket No. 14460), M.D. Sass Re/Enterprise Portfolio Company L.P. (Docket No. 14464), Calyon New York Branch (Docket No. 14467), and the Ad Hoc Group of Tranche A & B DIP Lenders (Docket No. 14472);

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<sup>1</sup> As set forth in the Amended Verified Statement Of Quinn Emanuel Urquhart Oliver & Hedges, LLP, Pursuant To Fed. R. Bankr. P. 2019(a) filed on November 21, 2008 (Docket No. 14477), the Tranche C Collective consists of a group of thirty-one investment funds that hold Tranche C debt under the Debtors' DIP Facility.

<sup>2</sup> As set forth in the Verified Statement Of Winston & Strawn, LLP, Pursuant To Fed. R. Bankr. P. 2019(a) (Docket No. 14472), this Ad Hoc Group consists of five lenders that hold Tranche A and B debt under the Debtors' DIP Facility.

WHEREAS the Court held hearings with respect to the Motion on November 24, 2008, and December 1, 2008;

WHEREAS on December 3, 2008, the Court entered the Order (I) Supplementing January 5, 2007 DIP Refinancing Order (Docket No. 6461) and Authorizing Debtors to Enter Into and Implement Accommodation Agreement with Agent and Participating Lenders and (II) Authorizing Debtors to (A) Enter Into Related Documents and (B) Pay Fees in Connection Therewith ("DIP Accommodation Order") (Docket No. 14515);

WHEREAS the Objecting Lenders have certain procedural rights with respect to the enforcement of the DIP Accommodation Order, including but not limited to the right to seek a stay, the right to appeal, and the right to seek reconsideration (collectively, the "Appellate Rights"), and have considered exercising such rights;

WHEREAS the Debtors seek to avoid the distraction and expense inherent in defending against the exercise of any of the Appellate Rights, the risk inherent in any litigation, and the uncertainty the pendency of any such proceedings may cause the Debtors, despite believing they would ultimately prevail in any such proceedings;

WHEREAS as a result of the Parties' settlement discussions and in consideration for the Objecting Lenders' settlement of their overruled objections to the Motion and waiver of Appellate Rights as set forth more fully below, the Debtors agree to pay, as an administrative expense, the Objecting Lenders' actual and reasonable costs and expenses (including attorneys' fees) incurred in connection with the Motion (including settlement discussions and related due diligence as well as preparation of and prosecution of the objections to the Motion); and



WHEREAS pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502 And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by the United States Bankruptcy Court for the Southern District of New York on June 26, 2007 (the "Settlement Procedures Order"), the Debtors have the authority to settle with the Objecting Lenders pursuant to the terms set forth below, without further Bankruptcy Court approval, provided, however, that counsel to the Debtors does not receive, within ten business days of service of this stipulation in accordance with Settlement Procedures Order, a written objection or written request for additional time to evaluate the proposed settlement from a party entitled to receive such service.

NOW THEREFORE, in consideration of the foregoing, the Debtors and the Objecting Lenders stipulate and agree as follows:

1. This Stipulation shall become effective only upon the earlier of (a) the satisfaction of the required notice period set forth in the Settlement Procedures Order, including, without limitation, the absence of any objection or request for additional time submitted before the expiration of such notice period or (b) approval of this stipulation by the Court.
2. The Objecting Lenders hereby settle their objections to the Motion and waive their respective Appellate Rights (as defined above).
3. Following the Debtors' receipt of documentation evidencing the actual and reasonable costs and expenses (including attorneys' fees) incurred by the Objecting Lenders in connection with the Motion, the Debtors shall pay, as an administrative expense, such reasonable costs and expenses (including attorneys' fees).

4. This Stipulation and the settlement contemplated herein shall be governed by, and construed and enforced in accordance with, as appropriate, the Bankruptcy Code and the laws of the state of New York without regard to conflicts of law principals.

5. The Bankruptcy Court shall have original and exclusive jurisdiction to interpret and enforce the terms of this Stipulation and to adjudicate all questions and disputes hereunder.

6. This Stipulation constitutes the entire understanding of the Parties in connection with the subject matter hereof. This Stipulation may not be modified, altered or amended except by an agreement in writing signed by each of the affected Parties. Any such modification, alternation, or amendment shall be subject to the terms of the Settlement Procedures Order.

7. This Stipulation is being entered into among competent persons who are experienced in business and represented by counsel, and has been reviewed by the Parties and their counsel. Therefore, any ambiguous language in this Stipulation shall not be construed against any particular party as the drafter of such language.

***[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]***

8. This Stipulation may be executed in any number of counterparts and by the Parties hereto in separate counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of this Stipulation by facsimile or electronic mail shall be equally as effective as delivery of an original executed counterpart of this Stipulation.

So Ordered in New York, New York, this 3rd day of March 2009.

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY BY:

/s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr.  
Albert L. Hogan III  
Ron E. Meisler  
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*Counsel To The Debtors*

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Lenders*

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/s/ Judith Elkin

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/s/ David Neier

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*Counsel To Ad Hoc Group of Tranche A & B  
DIP Lenders*

## **EXHIBIT D**

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Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 1047  
(SPCP GROUP, L.L.C. AS ASSIGNEE OF  
WISCONSIN ELECTRIC POWER COMPANY)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and SPCP Group, L.L.C. ("SPCP"), as Assignees of Wisconsin Electric Power Company ("Wisconsin Electric" and jointly with SPCP, the "Claimant"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1047 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on December 9, 2005, Wisconsin Electric filed proof of claim number 1047 against DAS LLC asserting an unsecured non-priority claim in the amount of \$415,675.19 (the "Claim"); and

**WHEREAS**, on February 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"); and

**WHEREAS**, on May 10, 2007, Wisconsin Electric assigned its interest in the Claim to SPCP pursuant to a Notice of Transfer (Docket 7324); and

**WHEREAS**, the Debtors acknowledge and agree that the Claim shall be allowed against the estate of DAS LLC in the amount of \$405,194.95 as a general unsecured non-priority claim in favor of SPCP; and

**WHEREAS**, DAS LLC is authorized to settle the Claim either because it involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed in favor of SPCP in the amount of \$405,194.95 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. The Ninth Omnibus Claims Objection, solely as it relates to the Claim is hereby withdrawn.

3. Except as expressly provided herein, this Stipulation does not impact, alter or affect any other proofs of claim that Claimant may have filed or owns against the Debtors and it relates solely to those matters arising out of or related to the Claim identified herein.

**[Signatures on the following page]**



Dated: New York, New York  
February 9, 2009

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: New York, New York  
February 9, 2009

SPCP GROUP, L.L.C.  
By its Counsel,  
EPSTEIN BECKER & GREEN, P.C.  
By: Anthony B. Stumbo

/s/ Anthony B. Stumbo

PAUL TRAUB (PT 3752)  
MAURA I. RUSSELL (MR 1178)  
ANTHONY B. STUMBO (AS 9374)  
250 Park Avenue  
New York, New York 10177  
(212) 351-4500

**SO ORDERED**

This 3rd day of March, 2009  
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT E**

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Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
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Delphi Legal Information Website:  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED  
ORDER DISALLOWING AND EXPUNGING  
CLAIM NUMBERS 14645 AND 15299 (ANDROID  
INDUSTRIES, LLC AND ANDROID INDUSTRIES-SHREVEPORT, LLC)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Android Industries, LLC and Android Industries-Shreveport, LLC. (collectively, "Claimant") respectfully submit this Joint Stipulation And Agreed Order Disallowing and Expunging Claim Numbers 14645 and 15299 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the “Petition Date”), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, Claimant filed proofs of claim arising from the sale of Claimant Products (collectively, the “Claims”).

**WHEREAS**, the Debtors assert that Claimant owes DAS LLC a receivable of \$1,785,258 (the “DAS Receivable”).

**WHEREAS**, Claimant asserted rights of setoff pursuant to section 553 of the Bankruptcy Code (the “Setoff Request”).

**WHEREAS**, on or about October 31, 2006, the Debtors filed the Second Omnibus Claims Objection (the “Second Claim Objection”), which included virtually all of the Claims.

**WHEREAS**, on December 21, 2006, virtually all of the Claims, other than Proof of Claim 14645, in the amount of \$3,184,562, and Proof of Claim 15299, in the amount of \$389,277 (collectively, the “Remaining Claims”) were expunged by the Delphi Bankruptcy Court’s Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging (I) Equity Claims (II) Claims Duplicative of Consolidated Trustee or Agent Claims, and (III) Duplicate and Amended Claims Identified in Second Omnibus Claims Objection [Docket No. 6255].

**WHEREAS**, on or about October 31, 2006, the Debtors filed the Third Omnibus Claims Objection (the “Third Claim Objection,” and collectively with the Second Claim Objection, the “Claim Objections”), which included certain Claims.

**WHEREAS**, to resolve the Setoff Request and the Claim Objections; to effect mutual releases by and between the Parties; and to reduce the amounts of claims against the Debtors; the Parties entered into a settlement agreement (the “Settlement Agreement”).

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.; and

**WHEREAS**, pursuant to the Settlement Agreement, the Remaining Claims shall be disallowed and expunged in their entirety; and

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Settlement Agreement being authorized, the Remaining Claims shall be disallowed and expunged in their entirety.

**(Concluded on Following Page)**

Dated: New York, New York  
February 24, 2009

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
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(212) 594-5000

Dated: New York, New York  
February 24, 2009

ANDROID INDUSTRIES, LLC and  
ANDROID INDUSTRIES SHREVEPORT, LLC  
By its counsel  
SCHAFFER AND WEINER, PLLC  
By:

/s/ Ryan D. Heilman

RYAN D. HEILMAN  
40950 Woodward Ave., Ste. 100  
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(248) 540-3340

**SO ORDERED**

This 6th day of March, 2009  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT F**

TOGUT, SEGAL & SEGAL LLP  
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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
-----X	

**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 11639  
(LIQUIDATING ULTIMATE ELECTRONICS, INC.)**

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and  
debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and  
Liquidating Ultimate Electronics ("Claimant") respectfully submit this Joint Stipulation  
And Agreed Order Compromising And Allowing Proof Of Claim Number 11639  
(Liquidating Ultimate Electronics, Inc.) (the "Joint Stipulation") and agree and state as  
follows:



WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, Claimant filed proof of claim number 11639 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$412,428.88 (the "Claim") stemming from alleged preferential payments occurring within ninety days before the Claimant's bankruptcy.

WHEREAS, on June 27, 2008, the Debtors objected to the Claim pursuant to the Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain: (A) Amended Claims, (B) Equity Claims, (C) Untimely Insufficiently Documented Claims, (D) Books And Records Claims, (E) Untimely Claims And (F) Claims Subject To Modification (Docket No. 13828) (the "Thirtieth Omnibus Claims Objection" (the "Thirtieth Omnibus Claims Objection").

WHEREAS, on July 24, 2008, Claimant filed Liquidating UE, Inc's Response To Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain: (A) Amended Claims, (B) Equity Claims, (C) Untimely Insufficiently Documented Claims, (D) Books And Records Claims, (E) Untimely Claims And (F) Claims Subject To Modification (Docket No. 13980 (the "Response").

WHEREAS, on February 27, 2009, to resolve the Thirtieth Omnibus Claims Objection with respect to the Claim, DAS LLC and Claimant entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against the estate of DAS LLC in the amount of \$68,385.79 as a general unsecured non-priority claim.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and DAS LLC stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$68,385.79 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. The Response to the Thirtieth Omnibus Claims Objection shall be deemed withdrawn with prejudice.

**[signatures concluded on following page]**

Dated: New York, New York  
February 27, 2009

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: New York, New York  
February 15, 2009

LIQUIDATING ULTIMATE ELECTRONICS,  
INC.  
By its counsel  
HAYNES & BOONE LLP  
By:

/s/ Trevor Hoffman  
TREVOR HOFFMAN  
1221 Avenue of the Americas, 26th Floor  
New York, New York 10020  
(212) 659-7300

**SO ORDERED**

This 6th day of March, 2009  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT G**

Company	Contact	Address1	Address2	City	State	Zip
Andrews Kurth LLP	Paul N Silverstein Jonathan Levine	450 Lexington Ave 15th Fl		New York	NY	10017
Cooley Godward Kronish LLP	Ronald R Sussman Jeffrey L Cohen Richelle Kalnit	1114 Avenue of the Americas		New York	NY	10036
Haynes & Boone LLP	Judith Elkin	1221 Avenue of the Americas	26th Fl	New York	NY	10020

# **EXHIBIT H**

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Delphi Corporation  
Special Parties

Company	Contact	Address1	City	State	Zip
	Paul Traub				
	Maura I Russell				
Epstein Becker & Green PC	Anthony B Stumbo	250 Park Ave	New York	NY	10177

# **EXHIBIT I**



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Delphi Corporation  
Special Parties

Company	Contact	Address1	City	State	Zip
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## **EXHIBIT J**

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Delphi Corporation  
Special Parties

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